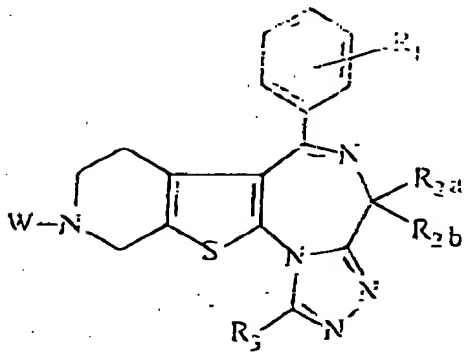
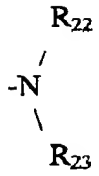


1

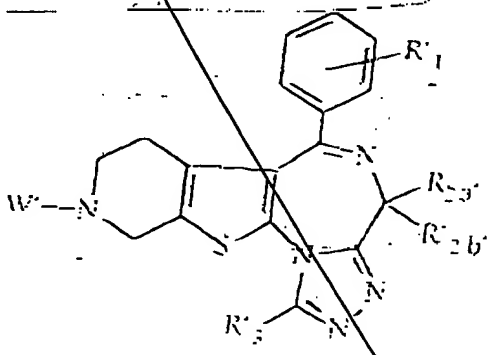
wherein W_1 is hydrogen or R-X-C(Y)-, R is unsubstituted or substituted aryl or heteroaryl with at least one substituent selected from the group consisting of lower alkyl, lower alkoxy, lower alkylthio, lower alkoxycarbonyl, lower alkylsulfonyl, halogen, $-CF_3$ – OCF_3, -OH, $-NO_2$, -CN, aryl, aryloxy, cycloalkyl and heterocycloalkyl, X is $-(CH_2)_n$-Z, Z is selected from the group consisting of a covalent bond, -NH-, -O- and –S-, n is 0, 1 or 2, Y is oxygen or sulfur, R_1 is selected from the group consisting of hydrogen, -OH, halogen, lower alkyl and lower alkoxy, the alkyl and alkoxy being unsubstituted or substituted with at least one member of the group consisting of $-CF_3$, lower alkoxy, $-NH_2$ and mono- and di-lower alkylamino, R_{2a} and R_{2b} are individually hydrogen or methyl R_3 is selected from the group consisting of hydrogen, halogen, $-NO_2$, -CN, unsubstituted or substituted alkyl of 1 to 10 carbon atoms, unsubstituted or substituted lower alkenyl, unsubstituted or substituted alkynyl, unsubstituted or substituted cycloalkyl, unsubstituted or substituted cycloalkylalkyl, unsubstituted or substituted aryl, unsubstituted or substituted aralkyl, unsubstituted or substituted lower aryloxalkyl, unsubstituted or substituted heteroaryl, unsubstituted or substituted heteroalkylalkyl and $-Z_{31}R_{31}$, the substituents being selected from the group consisting of halogen, aryl



, and Z_{32}-R_{34}, Z_{31} is selected from

the group consisting of –O-, -C(O)-, -OC(O)- and S-, R_{31} is selected from the group consisting of hydrogen, lower alkyl, aryl and lower aralkyl, R_{32} and R_{33} are individually selected from the group consisting of hydrogen, lower alkyl, aralkyl and alkylcarbonyl or together with the nitrogen form a a heterocycloalkyll, Z_{32} is selected from the group consisting of oxygen, sulfur, -C(O)-, -S(O)-, -O-CO- and $–SO_2$, R_{34} is selected from the group consisting of hydrogen, lower alkyl, aryl and lower aralkyl and its non-toxic pharmaceutically acceptable salts sufficient to treat said conditions.

Claim 11 (thrice amended) A compound of the formula



II

wherein W' is hydrogen or –C(Y')-X'-R', R' is selected from the group consisting of phenyl, naphthyl, indolyl and pyridyl, all unsubstituted or substituted with at least one member of the group consisting of methyl, ethyl, propyl, isopropyl, butyl, tert-butyl, methoxy, ethoxy, methylthio, ethylthio, methoxycarbonyl, ethoxycarbonyl, methylsulfonyl, ethylsulfonyl, chlorine, fluorine, bromine, trifluoromethyl,

trifluoromethoxy, -OH, -NO_2-, -CH, phenyl, phenoxy and morpholino, X' is selected from the group consisting of –CH_2-, -CH_2-CH_2, -CH_2NH-, -NH-, -O-, -S- and a covalent bond, Y' is oxygen or sulfur, R'$_1$ is at least one member of the group consisting of hydrogen, chlorine, methyl and methoxy, R_{2a}' and R_{2b}' are individually hydrogen or methyl, excluding the compounds of Formula II wherein a_ W' is hydrogen, R'$_1$ is o-chlorine, R_{2a}' is hydrogen and R_{2b}' is hydrogen or methyl and R'$_3$ is methyl and b) wherein W' is –C(Y')-X'-R' and i) X' is –NH-, Y' is oxygen, R'$_1$ is o-chlorine, R_{2a}' and R_{2b}' are hydrogen, R'$_3$ is methyl and R' is selected from the group consisting of 4-tert.butyl-phenyl, 4-trifluoromethyl-phenyl, 4-hydroxy-phenyl, 4-methoxy-phenyl, 3,4,5-trimethoxy-phenyl, 2,3-dichloro-phenyl, 2,4-difluoro-phenyl, 4-phenoxy-phenyl, pyridinyl and cyanophenyl or ii) X' is –NH-, Y' is sulfur, R'$_1$ is 0-chloro, R_{2a}' and R_{2b}' are hydrogen, R'$_3$ is methyl and R' is selected from the group consisting of 4-tert.butyl-phenyl, 2,4-ditert.butyl-phenyl, 2-trifluoromethyl-phenyl, 3-trifluoromethyl-phenyl, 4-trifluoromethyl-phenyl, 4-methoxy-phenyl, 3,4,5-trimethoxy-phenyl, 4-fluoro-phenyl and 4-methylsulfonyl-phenyl or iii) X' is –CH_2-NH-, Y is oxygen, R'$_1$ is 0-chlorine, R_{2a}' and R_{2b}' are hydrogen, R'$_3$ is methyl and R' is phenyl, or iiii) X' is oxygen, Y' is oxygen, R'$_1$ is o-chlorine, R_{2a}' and R_{2b}' are hydrogen, R'$_3$ is methyl and R' is pyridyl or cyanophenyl or iiiii) X' is CH_2-CH_2-, Y is oxygen, R'$_1$ is o-chlorine and R_{2a}' and R_{2b}' are hydrogen, R'$_3$ is methyl and R' is phenyl or 4-fluoro-phenyl, iiiiii) X' is –CH_2-, Y' is oxygen, R'$_1$ is o-chloro, R_{2a}' and R_{2b}' are hydrogen, R'$_3$ is methyl and R' is phenyl or iiiiiii) X' is a covalent bond and Y' is oxygen, iiiiiiii) Y' is sulfur, R'$_2$ is o-chlorine, R_{2a}' and R_{2b}' are hydrogen, R'$_3$ is methyl and R^1 is 4-hydroxy-phenyl.

F1

Cont